

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE WESTERN DISTRICT OF MISSOURI

IN RE: ) In Proceedings Under Chapter 11  
TERRA BIOENERGY, LLC )  
Debtor. ) Case No.  
)  
)  
)

**APPLICATION FOR ORDER AUTHORIZING DEBTOR TO EMPLOY ATTORNEY**

COMES NOW the debtor, Terra Bioenergy, LLC, pursuant to and in accordance with 11 U.S.C. § 327 and Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, and for its Application for Order Authorizing Employment of Merrick, Baker & Strauss, P.C., ("MBS") as Attorneys for the Debtor (the "Application"), respectfully states as follows:

1. The debtor, Terra Bioenergy, LLC (the "Debtors") filed its voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code on August 5, 2015.
2. The Debtor continues in possession of its property.
3. The Debtor wishes to employ Bruce Strauss and Victor Weber of the firm Merrick, Baker & Strauss, P.C., as counsel to the Debtor.
4. These attorneys are duly licensed and qualified and, in the opinion of the Debtor, is qualified to act as counsel for the estate.
5. The Debtors have retained MBS to represent them in connection with this case and in all matters related to this case. Counsel from MBS have consulted in detail with the Debtor prior to the filing of the Petition herein. They are familiar with the Debtor's business affairs, and have considerable experience in matters of this character.
6. The professional services MBS is to render include, but are not limited to:
  1. Advising the Debtor with respect to its rights, powers and duties in this case;

2. Assisting and advising the Debtor in its consultations with the United States Trustee relating to the administration of this case;
3. Assisting the Debtor with investigation of assets, liabilities and financial condition of the operation of the Debtor's business in order to maximize the value of the Debtor's assets for the benefit of all creditors;
4. Assisting the Debtor in its analysis of and negotiation with any third party concerning matters related to, among other things, the terms of a plan of reorganization;
5. Assisting and advising the Debtors with respect to any communications with the general creditor body regarding significant matters in this case;
6. Commencing and prosecuting necessary and appropriate actions and/or proceedings on behalf of the Debtor;
7. Reviewing, analyzing or preparing on behalf of the Debtor all necessary applications, motions, answers, orders, reports, schedules, pleadings and other documents;
8. Representing the Debtor at all hearings and other proceedings;
9. Conferring with other professional advisors retained by the Debtor in providing advice to the Debtor;
10. Performing all other necessary legal services in this case as may be requested by the Debtors in this Chapter 11 proceeding.

7. In retaining the services of MBS, the Debtor has agreed to pay the firm its standard hourly billing rates and will also reimburse MBS for its actual out-of-pocket expenses. The hourly rates charged by MBS are \$350 per hour for attorneys and \$25 per hour for secretary or paralegal time.

8. To the best of the Debtors' knowledge and in reliance upon the attached Affidavit of Victor F. Weber, and in Support of the Application for Order Authorizing Employment of Merrick, Baker, & Strauss, P.C. as Attorney for Debtor and Disclosure Statement Pursuant to Code §§ 328(a), 329 and 504 and Bankruptcy Rules 2014(a) and 2016(b) (the "Affidavit"), MBS does not hold or represent any interest adverse to the Debtor's estate and is disinterested within the meaning of Code §§ 101(14) and 327.

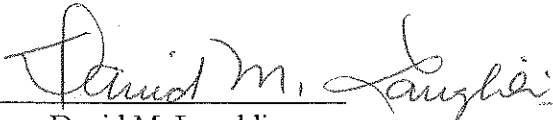
9. In addition, except as otherwise stated herein or in the Affidavit, to the best of the Debtor's knowledge, Neither MBS nor any of its employees have any material connections with the Debtor, its estate, its creditors, or any other party in interest, their respective attorneys or accountants, the United States Trustee, or any person employed in the office of the United States Trustee and is disinterested within the meaning of Code §§ 101(14) and 327.

10. MBS has not represented any creditors of the Debtor in connection with any matters related to or adverse to the Debtor, or in any capacity in which confidential knowledge of a creditor has been acquired that would bear on the proposed retention by the Debtor.

11. The Debtor understands that MBS intends to apply to the Court for allowance of compensation and reimbursement of expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, this Court's Local Rules and any Order of the Court permitting interim fee applications and compensation. Compensation for services rendered in these proceedings by MBS shall be subject to the ultimate allowance by this Court and, as to the timing of payment, upon the availability of sufficient assets and funds in the estates.

WHEREFORE, Terra Bioenergy, LLC respectfully requests that the Court enter an Order approving the Debtor's employment of Merrick, Baker & Strauss, P.C., as counsel for the Debtor under the terms specified herein to represent it as a debtor-in-possession in the captioned cases and granting such other and further relief as the Court deems just and proper.

Respectfully submitted,

By:   
David M. Laughlin  
Manager, Terra Bioenergy, LLC

**MERRICK, BAKER & STRAUSS, P.C.**

By: /s/ victor f. weber  
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**PROPOSED ATTORNEYS FOR DEBTOR**  
**TERRA BIOENERGY, LLC**

**CERTIFICATE OF SERVICE**

I hereby certify that a true and correct copy of the above and foregoing was served upon all persons requesting Electronic Case Filing (ECF) notification on August 5, 2015.

/s/ victor f weber  
VICTOR F WEBER